

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:51 PM 07/13/2004
CERTIFICATE OF DISSOLUTION FILED 01:25 PM 07/13/2004
SRV 040512470 - 3032309 FILE

OF

FleetBoston Financial Corporation

FLEETBOSTON FINANCIAL CORPORATION a corporation
organized and existing under and by virtue of the General
Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized on July 12th,
2004.

SECOND: That dissolution has been authorized by all of
the stockholders of the corporation entitled to vote on a
dissolution in accordance with the provisions of subsection (c) of
Section 275 of the General Corporation Law of the State of
Delaware.

THIRD: That the names and addresses of the Directors
and Officers of FleetBoston Financial Corporation are as follows:

D I R E C T O R S

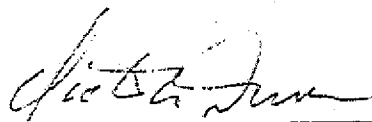
<u>NAMES</u>	<u>RESIDENCES</u>
Victor A. Duva	847 Hillbrook Lane Langhorne, PA 19047
Kenneth J. Uva	111 Eighth Avenue New York, NY 10011
C. M. Denny	137 Deer Run Road Wilmington, DE 19734

OFFICERS

<u>NAMES AND OFFICES</u>	<u>RESIDENCES</u>
VICTOR A. DUVA - President	847 Hillbrook Lane Langhorne, PA 19047
Kenneth J. Uva - Vice President, Secy. & Asst. Treasurer	111 Eighth Avenue New York, NY 10011
C. M. DENNY - Vice President, Treasurer & Asst. Secretary	137 Deer Run Road Townsend, DE 19734

IN WITNESS WHEREOF, said FLEETBOSTON FINANCIAL CORPORATION has caused this certificate to be signed by VICTOR A. DUVA its President this 13th day of July, 2004.

FleetBoston Financial Corporation

By 
VICTOR A. DUVA
President